UNITED STATES 1411030

**OMB APPROVAL** 

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FORM D

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION



SEC USE ONLY						
Prefix Serial						
DATE RECEIVED						

Purchase of Limited Partnership Interes	sts in Housatonic Equity In	ivestors IV, L.P. (the "Pai	rtnership")			
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505	🗷 Rule 506		Section 4(6)	☐ ULOE
Type of Filing:		New Filing		☐ Ar	mendment	
	A. B/	ASIC IDENTIFICATION	DATA			****
1. Enter the information requested about	t the issuer					·
Name of Issuer ( check if this is an ame	ndment and name has chang	ed, and indicate change.)		_		
Housatonic Equity Investors IV, L.P.						
Address of Executive Offices	(Number and	Street, City, State, Zip Co	de)   Telephone Nu	mber (Inclu	ding Area Code)	
c/o Housatonic Partners, 44 Montgomer	ry Street, Suite 4010, San F	rancisco, California 9410	4-4704 415 95	5 9020		
	(Number and Street, City, St	ate, Zip Code)	Telephone Nu	mber (Includ	ding Area Code)	
(if different from Executive Offices)  Brief Description of Business		ate, Zip Code)	Telephone Nu	mber (Includ	PROC	ESSED
(if different from Executive Offices)  Brief Description of Business  Venture capital investment partnership		ate, Zip Code)	Telephone Nu	mber (Includ	PROC	ESSED
(if different from Executive Offices)  Brief Description of Business  Venture capital investment partnership  Type of Business Organization			Telephone Nu	mber (Includ	PROC PROC AUG 3	ESSED 1 2007
Address of Principal Business Operations (if different from Executive Offices)  Brief Description of Business Venture capital investment partnership Type of Business Organization  corporation business trust		lready formed		mber (Includ	PROC	``
(if different from Executive Offices)  Brief Description of Business  Venture capital investment partnership  Type of Business Organization  □ corporation	☑ limited partnership, a	lready formed		mber (Includ	PROC AUG 3	ISON

## **GENERAL INSTRUCTIONS**

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

# ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

# A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General Partner of the Partnership (the "General Partner")
Housatonic Eq	name first, if individual) uity Partners IV, L.L.C.				
		Street, City, State, Zip Code) Street, Suite 4010, San Francis	sco, California 94104-4704		
Check Boxes that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	■ Manager of the General Partner
Full Name (Last Mark G. Hilde	name first, if individual) rbrand				
		Street, City, State, Zip Code) Street, Suite 4010, San Francis	sco, California 94104-4704		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	Manager of the General Partner
Full Name (Last Joseph M. Niet	name first, if individual)	<del></del>			
	•	Street, City, State, Zip Code) Street, Suite 4010, San Francis	sco. California 94104-4704		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	Manager of the General Partner
	name first, if individual)				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)	California 0.410.4 470.4		
Check Boxes that Apply:	Promoter Promoter	Street, Suite 4010, San Francis  Beneficial Owner	Executive Officer	Director	Manager of the General Partner
Full Name (Last Barry D. Reyne	t name first, if individual)		•		
Business or Res	idence Address (Number and	Street, City, State, Zip Code) Street, Suite 4010, San Franci	sco California 94104-4704		
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	Manager of the General Partner
Full Name (Last William N. The	t name first, if individual)				
		Street, City, State, Zip Code)	assachusetts (12115		
Check Boxes that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	Other
Full Name (Last	name first, if individual)				· · · · · · · · · · · · · · · · · · ·
Business or Res		Street, City, State, Zip Code)			
Check Box(es)	2, 1st Floor, DK-1122, Coper	hagen, Denmark  Beneficial Owner	☐ Executive Officer	☐ Director	Other
that Apply: Full Name (Last	t name first, if individual)				
Commonfund (	Capital Private Equity Parti	ners VI, L.P.  Street, City, State, Zip Code)			
	y Road, P.O. Box 812, Wilto				
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	Other
Full Name (Las	t name first, if individual)				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			

•				В	. INFORM	ATION AB	OUT OFFE	RING					
1.	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No X  Answer also in Appendix, Column 2, if filing under ULOE.												
2.	What is the minimum	investment th	at will be ac	cepted fror	n any indivi	dual?					N/A		
3.	3. Does the offering permit joint ownership of a single unit?												
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
Not applicable; the Issuer nor its General Partner did not use a broker or dealer, and does not, and did not, receive compensation, directly or indirectly, for the offer and sale of its limited partnership interests.												irectly, for the	
Full	Name (Last name first	, if individual	)		_								
Busi	ness or Residence Add	lress (Number	and Street,	City, State,	Zip Code)								
Nam	e of Associated Broke	r or Dealer			<u> </u>		-						
State	s in Which Person Lis	ted Has Solic	ited or Inten	ds to Solici	t Purchasers				<del></del>				
(Che	ck "All States" or chec	ek individual	States)					,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	·····		*************	All States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	JIDJ	
[IL]	[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	INDI	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	IMI	[TX]	[UT]	[VT]	[VA]	[VA]	ĮWVĮ	ĮWIJ	ĮWYJ	[PR]	
Full	Name (Last name first	, if individual	)										
Busin	ness or Residence Add	lress (Number	r and Street,	City, State,	Zip Code)					•			
Nam	e of Associated Broke	r or Dealer					, == ,						
State	s in Which Person Lis	ted Has Solic	ited or Inten	ds to Solici	t Purchasers								
(Che	ck "All States" or chec	k individual	States)							***************************************		All States	
[AL]	[AK]	[AZ]	(AR)	[CA]	[CO]	[CT]	[DE]	[DC]	FL	[GA]	[HI]	[ID]	
[IL]	JINJ	ĮΙΑΙ	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	{MS	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	ЮН]	jokj j	[OR]	[PA]	
[RI]	(SC)	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	ΙΨνΙ	ĮWIJ	[WY]	[PR]	
Full :	Name (Last name first	, if individual	)										
Rusi	ness or Residence Add	Iress (Numba	and Street	City State	Zin Coda)								
Duan	icss of Residence Add	iress (Ivallibel	and Street,	City, State,	Zip Couc)								
Nam	e of Associated Broke	r or Dealer							· · · <del></del> · -				
State	s in Which Person Lis	ted Has Solic	ited or Inten	ds to Solici	Purchasers								
(Che	ck "All States" or chec	k individual	States)								.,,.	All States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(Нη	[ID]	
IIL	INI	{IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH] .	[NJ]	[NM]	ĮNYJ	INCI	INDI	ЮН	jokj	[OR]	[PA]	

[VT]

[VA]

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JUTJ

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[PR]

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box 🛘 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Aggregate Amount Already Offering Price Sold Debt ..... Equity Common Preferred Convertible Securities (including warrants)..... Partnership Interests ..... \$247,500,000.00 247,500,000.00 Other (Specify:\_\_\_\_\_) \$247,500,000.00 Total ..... \$247,500,000.00 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Aggregate Investors Dollar Amount of Purchases Accredited Investors..... \$247,500,000.00 Non-accredited Investors..... 0.00 Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Security Sold Type of Offering Rule 505 Regulation A.... Rule 504 Total a. Furnish a statement of all expenses inconnection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs..... Legal Fees..... Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (Specify).....

Total

<ul> <li>Enter the difference between the aggregate offering price given furnished in response to Part C – Question 4.a. This difference</li> </ul>	n in response to Part C - Question 1 and total expenses e is the "adjusted gross proceeds to the issuer"	\$247,500,000.00
<ol> <li>Indicate below the amount of the adjusted gross proceeds to the issuer of the amount for any purpose is not known, furnish an estimate and che payments listed must equal the adjusted gross proceeds to the issuer set</li> </ol>	eck the box to the left of the estimate. The total of the	
	Payment to Officers,	•
Salaries and fees.	Directors, & Affiliates	
	<u> </u>	
urchase of real estate		
urchase, rental or leasing and installation of machinery and equipment		_ 🗆 \$
onstruction or leasing of plant buildings and facilities		_ 🗆 s
equisition of other businesses (including the value of securities involved in exchange for the assets or securities of another issuer pursuant to a merge		_ 🗆 s
Repayment of indebtedness		
Vorking capital (a portion of the working capital will be used to pay va he life of the Partnership, payable to the General Partner)	arious fees and expenses over	
Other (specify):	□ 3	_ 🗆 s
	□ s	
Column Totals		
otal Payments Listed (column totals added)		00,000.00
D. FE	EDERAL SIGNATURE	following signature const
an undertaking by the issuer to furnish to the U.S. Securities and Exchange (non-accredited investor pursuant to paragraph (b)(2) of Rule 502.		n furnished by the issuer to
Issuer (Print or Type)	Signature	Date August 222007
lousatonic Equity Investors IV, L.P.	S   \. /LM.	August 2007
	Title of Signer (Print or Type)	
Name of Signer (Print or Type)	A Manager of Housatonic Equity Partners IV, L.L.C	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

					N.				
	See Appendi	x, Column 5, for state response.							
2.	The undersigned issuer hereby undertakes to furnish to the state adminitimes as required by state law.	istrator of any state in which the r	notice is filed, a notice on Form D (1	7 CFR 239.500)	at such				
3.	The undersigned issuer hereby undertakes to furnish to any state administrators, upon written request, information furnished by the issuer to offerees.								
4.	The undersigned issuer represents that the issuer is familiar with the co (ULOE) of the state in which this notice is filed and understands that the conditions have been satisfied.								
	ne issuer has read this notification and knows the contents to be true and harson.	as duly caused this notice to be si	igned on its behalf by the undersigned	d duly authorized	1				
lss	suer (Print or Type)	Signature 1	Da	ate 27					
He	ousatonic Equity Investors IV, L.P.	15V. /_	_M, ^\	ugust, 2007					
Na	ame (Print or Type)	Title (Print or Type)							
		A Manager of Housatonic Equi	ity Partners IV, L.L.C. which serve	es as the Genera	I				

E. STATE SIGNATURE

Yes

No

Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?.....

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# APPENDIX

1		2 3 4					5		
	to non-: investo	nd to sell accredited rs in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No No
AL									
AK						<del>                                     </del>		=	
AZ		X	\$1,500,000	2	\$1,500,000	0	0		X
AR		<u> </u>							
CA		X	\$64,650,000	28	\$64,650,000	0	0		X
СО	.,	X	\$1,000,000	1	\$1,000,000	0	0		X
СТ		X	\$48,425,000	5	\$48,425,000	0	0		X
DE		X	\$4,750,000	4	\$4,750,000	0	0		X
DC						<del>                                     </del>			
FL									
GA			· · · · · ·						
HI									
lD			<u> </u>			<del> </del>			
IL.		х	\$14,250,000	7	\$14,250,000	0	0	-	X
IN	<u> </u>	- · · · · ·	<u> </u>			<u> </u>			
lA									
KS						<del>                                     </del>			
KY									
LA							-		
MA		X	. \$11,850,000	13	\$11,850,000	0	0		X
MD									
ME		X	\$250,000	1	\$250,000	0	0	-	X
MI								-	
MN		X	\$4,500,000	2	\$4,500,000	0	0		Х
MS									
МО			,			<u> </u>			

	APPENDIX										
1		2	3		4				5		
	to non- investo	nd to sell accredited ors in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E- Item 1)		
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No		
MT					-						
NE			·								
NV											
NH											
NJ		X	\$5,000,000	3	\$5,000,000	0	0		X		
NM											
NY		X	\$17,650,000	12	\$17,650,000	0	0		X		
NC			•				<u> </u>				
ND											
ОН		X	\$10,000,000	1	\$10,000,000	0	0	<u> </u>	X		
ОК											
OR											
PA		X	\$20,425,000	7	\$20,425,000	0	0		X		
RI			•								
SC				. <u> </u>		-			<u> </u>		
SD											
TN		X	\$500,000	1	\$500,000	0	0		X		
TX								!			
UT							<u>-</u>				
VT											
VA		X	\$3,000,000	1	\$3,000,000	0	0		X		
WA							<del> </del>				
WV							<u> </u>	<del> </del>			
wı								<del>-</del> -			
WY											
PR		X	\$250,000	1	\$250,000	0	0		X		
L		L	L	L	1	1	ı	1	1		

